

EXHIBIT A

Proposed Order

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re:

RTI HOLDING COMPANY, LLC,¹

Debtors.

)
) Chapter 11
)
) Case No. 20-12456 (JTD)
)
) (Jointly Administered)
)
)

**ORDER PURSUANT TO SECTION 327(e) OF THE
BANKRUPTCY CODE, RULE 2014 OF THE FEDERAL RULES OF BANKRUPTCY
PROCEDURE, AND LOCAL RULE 2014-1 FOR AN ORDER AUTHORIZING
THE RETENTION AND EMPLOYMENT OF CHENG COHEN LLC,
AS SPECIAL CORPORATE AND FRANCHISE COUNSEL TO THE DEBTORS
AND DEBTORS IN POSSESSION**

Upon the application (the “Application”)² of the above-captioned debtors and debtors in possession (the “Debtors”) seeking authorization to retain and employ Cheng Cohen LLC (“Cheng Cohen”) as special corporate and franchise counsel in these chapter 11 cases; and upon the declarations of Amy Cheng and Shawn Lederman in support of the Application (the

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor’s U.S. tax identification number are as follows: RTI Holding Company, LLC (4966); Ruby Tuesday, Inc. (5239); Ruby Tuesday, LLC (1391); RTBD, LLC (6505); RT of Carroll County, LLC (8836); RT Denver Franchise, L.P. (2621); RT Detroit Franchise, LLC (8738); RT Distributing, LLC (6096); RT Finance, LLC (7242); RT FL Gift Cards, Inc. (2189); RT Florida Equity, LLC (7159); RT Franchise Acquisition, LLC (1438); RT of Fruitland, Inc. (1103); RT Indianapolis Franchise, LLC (6016); RT Jonesboro Club (2726); RT KCMO Franchise, LLC (7020); RT Kentucky Restaurant Holdings, LLC (7435); RT Las Vegas Franchise, LLC (4969); RT Long Island Franchise, LLC (4072); RT of Maryland, LLC (7395); RT Michiana Franchise, LLC (8739); RT Michigan Franchise, LLC (8760); RT Minneapolis Franchise, LLC (2746); RT Minneapolis Holdings, LLC (7189); RT New England Franchise, LLC (4970); RT New Hampshire Restaurant Holdings, LLC (7438); RT New York Franchise, LLC (1154); RT Omaha Franchise, LLC (7442); RT Omaha Holdings, LLC (8647); RT One Percent Holdings, LLC (6689); RT One Percent Holdings II, LLC (2817); RT Orlando Franchise, LP (5105); RT Restaurant Services, LLC (7283); RT South Florida Franchise, LP (3535); RT Southwest Franchise, LLC (9715); RT St. Louis Franchise, LLC (6010); RT Tampa Franchise, LP (5290); RT Western Missouri Franchise, LLC (6082); RT West Palm Beach Franchise, LP (0359); RTTA, LP (0035); RTT Texas, Inc. (2461); RTTT, LLC (9194); Ruby Tuesday of Allegany County, Inc. (8011); Ruby Tuesday of Bryant, Inc. (6703); Ruby Tuesday of Columbia, Inc. (4091); Ruby Tuesday of Frederick, Inc. (4249); Ruby Tuesday of Linthicum, Inc. (8716); Ruby Tuesday of Marley Station, Inc. (1641); Ruby Tuesday of Pocomoke City, Inc. (0472); Ruby Tuesday of Russellville, Inc. (1601); and Ruby Tuesday of Salisbury, Inc. (5432). The Debtors’ mailing address is 333 East Broadway Ave., Maryville, TN 37804.

² Capitalized terms used but not defined herein shall have the meanings set forth in the Application.

“Declarations”) and the *Statement Under Rule 2016 of the Federal Rules of Bankruptcy Procedure* (the “Statement”) that were submitted concurrently with the Application; and the Court being satisfied based on the representations made in the Application, the Declarations, and the Statement that Cheng Cohen neither represents nor holds any interest adverse to the Debtors or to the estates with respect to the matters on which Cheng Cohen is to be employed, and that the employment of Cheng Cohen as special corporate and franchise counsel to the Debtors is necessary and in the best interests of the Debtors and their estates; and it appearing that the Court has jurisdiction to consider the Application; and it appearing that due notice of the Application has been given and no further notice need be given; and upon the proceedings before the Court; and after due deliberation and good and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED.
2. Pursuant to sections 327(e) and 328(a) of the Bankruptcy Code, the Debtors are authorized to retain and employ Cheng Cohen as special corporate and franchise counsel in and as of the commencement of these chapter 11 cases, pursuant to the terms set forth in the Application.
3. Cheng Cohen shall be compensated for legal services rendered to the Debtors and reasonable expenses incurred in connection therewith in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any other orders of this Court.
4. Cheng Cohen shall make a reasonable effort to comply with the U.S. Trustee’s requests for information and additional disclosures as set forth in the U.S. Trustee

Guidelines in connection with the Application and any final fee application to be filed by Cheng Cohen in these cases.

5. The Court shall retain jurisdiction over any disputes, if any, that may arise in connection with this Order.

Dated: _____, 2020

Hon. John T. Dorsey
United States Bankruptcy Judge